

**Americatel Corporation
Application for Prepaid Calling
Service Provider Authority
Exhibit C**

CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN ILLINOIS

File Number 5977-931-1

SANGAMON COUNTY
ILLINOIS

98-05655

98 FEB -6 AM 10:32

Mary Ann Lamm
RECORDER

Return to:
CSC
PO Box 3903
Springfield, IL
62708

State of Illinois Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF
AMERICATEL CORPORATION
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 26TH day of JANUARY A.D. 19 98 and of the Independence of the United States the two hundred and 22ND



George H. Ryan

Secretary of State

George H. Ryan, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
http://www.sos.state.il.us

This space for use by Secretary of State

FILED

JAN 26 1998

GEORGE H. RYAN
SECRETARY OF STATE

This space for use by
Secretary of State

Date 1-26-98
License Fee \$
Franchise Tax \$ 2874.45
Filing Fee \$ 75.-
Penalties \$
Approved: [Signature] 2949.43

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

1. (a) CORPORATE NAME: Americatel Corporation

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

EXPEDITED

2. (a) State or Country of Incorporation: Delaware

JAN 26 1998

(b) Date of Incorporation: April 29, 1992

(c) Period of Duration: perpetual

SECRETARY OF STATE

3. (a) Address of the principal office, wherever located:

(b) Address of principal office in Illinois:

(If none, so state)

4045 NW 97th Avenue

Miami, Florida 33178

(None)

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent Illinois Corporations Service Company

First Name

Middle Name

Last Name

Registered Office 700 S. Second Street

Number

Street

Suite #

Springfield

62704

Sangamon

City

Zip Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
Admitted or applications pending in the 48 contiguous states.

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	Zip
President				
Secretary				
Director				
Director				
Director				

If more than 3, attach list
Please see list attached.

000344

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**SUBMIT IN DUPLICATE!**George H. Ryan, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
http://www.sos.state.il.us

This space for use by Secretary of State

FILED

JAN 26 1998

GEORGE H. RYAN
SECRETARY OF STATEThis space for use by
Secretary of StateDate 1-26-98

License Fee \$

Franchise Tax \$ 2874.43Filing Fee \$ 75.00

Penalties \$

Approved: [Signature] 2949.431. (a) CORPORATE NAME: Americatel Corporation

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

EXPEDITED2. (a) State or Country of Incorporation: Delaware

JAN 26 1998

(b) Date of Incorporation: April 29, 1992(c) Period of Duration: perpetual**SECRETARY OF STATE**

3. (a) Address of the principal office, wherever located:

(b) Address of principal office in Illinois:

(If none, so state)

4045 NW 97th AvenueMiami, Florida 33178(None)

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent Illinois Corporations Service Company

First Name

Middle Name

Last Name

Registered Office 700 S. Second Street

Number

Street

Suite #

Springfield62704Sangamon

City

Zip Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
Admitted or applications pending in the 48 contiguous states.

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	Zip
President				
Secretary				
Director				
Director				
Director				

If more than 3, attach list
Please see list attached.

000344

Purpose or purposes proposed to be pursued in transacting business in this state:

(If not sufficient space to cover this point, add one or more sheets of this size.)

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, and permitted under the Illinois Business Corporations Act of 1983

3/ Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	---	.01	150,000	57,870

9. Paid-in Capital: \$ 55,866,716

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year:

\$ 9,500,000

(b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois:

\$ 0

(c) State the estimated total business of the corporation to be transacted by it everywhere for the following year:

\$ 180,000,000

(d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois:

\$ 6,500,000

11. Interrogatories: (Important - this section must be completed.)

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: Principal Office
(b) Number of shares of all classes owned by residents of Illinois: 0 Attn: Ralph Dyer, Esq.
(c) Number of shares of all classes owned by non-residents of Illinois: 57,870
(d) Is the corporation transacting business in this state at this time? No
(e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated. Please see attached

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated Dec. 19, 1997

Americatel Corporation
(Exact Name of Corporation)

attested by x

(Signature of Secretary or Assistant Secretary)

by x

(Signature of President or Vice President)

Alfonso Vargas Secretary
(Type or Print Name and Title)

Daniel Contreras Vice President
(Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

**Application of AmericaTel Corporation
for Certificate of Authority to Transact Business in Illinois
Item 6 — Names and residential addresses of officers and directors**

<u>Title</u>	<u>Name</u>	<u>Residential Address</u>
Chief Executive Officer	Jorge Asecio	6305 SW 128 St. Miami, Florida 33156
Vice President of Corporate & Legal Affairs and Secretary	Alejandro Vargas	199 Ocean Lane Dr., #100 Key Biscayne, Florida 33149
Vice President of Finance & Administration	Daniel Contreras	8300 SW 165th Terrace Miami, Florida 33157
Vice President of Engineering & Sales	Roberto Oyarzun	4815 NW 98th Place Miami, Florida 33178
Vice President of Customer Service and Management Information Systems	Justo Valladares	338 Lake Crest Court Weston, Florida 33326
Vice President of Long Distance Services	Jose Navarro	6301 Collins Ave., Apt. 1205 Miami Beach, Florida 33131
Vice President of Marketing	Matias Arentsen	605 Ocean Dr., #4L Key Biscayne, Florida 33149

Director	Richard Buchi	2687 Andres Bello Ave. 14th Floor, Las Condes Santiago, Chile
Director	Felipe Ureta	3160 Valle del Monasterio Lo Barnechea Santiago, Chile
Director	Rene Kreutzberger	11721 Quebrada Honda St. Santiago, Chile 1850 Catedral St. Santiago, Chile
Director	Konrad Burchardt	3386 Camino del Michai La Dehesa Santiago, Chile
Director	Ricardo Cruzat	9909 Las Lavandulas St. Las Condes Santiago, Chile



000347